

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	X	
	:	Chapter 11
NORTHWESTERN CORPORATION,	:	Case Nos. 03-12872 (JLP)
	:	
Debtor.	:	
	:	Ref. Nos. 3438, 3444, 3446
	:	

**JOINDER OF AD HOC COMMITTEE OF CLASS 7 DEBTHOLDERS TO THE PLAN
COMMITTEE'S DESIGNATION OF ITEMS TO BE INCLUDED IN THE RECORD ON
APPEAL AND STATEMENT OF ISSUE TO BE PRESENTED ON APPEAL**

An ad hoc group of creditors (the “Ad Hoc Committee”),¹ holding undisputed Class 7 Claims against the above-captioned reorganized debtor (the “Debtor”), in connection with its appeal² of the Order Denying the Motion of the Plan Committee in Aid of Consummation and Implementation of the Plan for Order Authorizing and Directing NorthWestern Corporation to Distribute Surplus Distributions, entered on the docket by this Court on February 7, 2006 [Docket No. 3438], and in support of The Plan Committee’s Designation of Items to be Included in the Record on Appeal and Statement of Issue to be Presented on Appeal [Docket No. 3446], filed by the Plan Committee appointed in the above-captioned chapter 11 case (the “Plan Committee”), respectfully states as follows:

1. The Ad Hoc Committee joins (the “Joinder”) the Plan Committee’s designation of items to be included in the record on appeal.

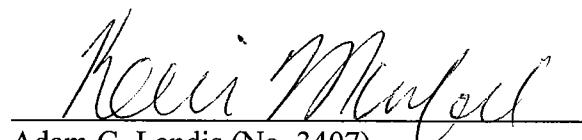
¹ The members of the Ad Hoc Committee are Avenue Capital Management, Drawbridge Special Opportunities Advisors LLC, Franklin Mutual Advisers, LLC, Greenwich International Ltd., Harbert Distressed Investment Master Fund, Ltd., Nationwide Life Insurance Company, Nationwide Mutual Insurance Company, P. Schoenfeld Asset Management LLC, and Trilogy Capital LLC.

² The Ad Hoc Committee’s Notice of Appeal was filed on February 9, 2006 [Docket No. 3444].

2. The Ad Hoc Committee joins the Plan Committee's statement of issue to be presented on appeal.
3. The Ad Hoc Committee reserves all rights to amend or supplement this Joinder.

Dated: Wilmington, Delaware
February 17, 2006

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